

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

Genever Holdings LLC,

Case No. 20-12411 (JLG)

Debtor.

**RESOLUTION RATIFYING AND APPROVING  
CERTAIN ACTIONS AMENDING  
THE COMPANY'S OPERATING AGREEMENT  
OF GENEVER HOLDINGS, LLC**

A special meeting of the members of Genever Holdings LLC (the "*Company*") having been held on May 24, 2021 pursuant to the Company's Operating Agreement dated February 13, 2015 (the "*Operating Agreement*") in connection with the Company's execution of the proposed Amended and Restated Settlement Agreement dated May 24, 2021 (the "Settlement Agreement"), and upon motion duly made and carried, the following resolutions were unanimously adopted:

**RESOLVED**, the Settlement Agreement is hereby approved and ratified in all respects in the exercise of the Company's business judgment;

**RESOLVED**, that in furtherance of the Settlement Agreement and in the exercise of its business judgment consistent with its fiduciary duties as a debtor-in-possession and the fiduciary standards set forth in Section 9.4 of the Operating Agreement, the Company hereby hires and appoints the Honorable Melanie L. Cyganowski (Ret.) (hereinafter "*Judge Cyganowski*") pursuant to Section 9.3 of the Operating Agreement as an employee to act as the Company's Sales Officer as provided in the Settlement Agreement;

**RESOLVED**, that Judge Cyganowski shall have only the duties and responsibilities set forth in the Settlement Agreement to control and oversee the sale of the Residence as defined under the Settlement Agreement;

**RESOLVED**, that Judge Cyganowski shall not have any other duties or responsibilities to the Company or its Members, Managers or creditors except as expressly stated in the Settlement Agreement;

**RESOLVED**, that Judge Cyganowski's employment and appointment by the Company as the Sales Officer remains subject to approval of the Bankruptcy Court;

**RESOLVED**, the provisions of Section 9.3 of the Operating Agreement be and the same are hereby amended to ratify and confirm, consistent with the

Settlement Agreement, that the appointment of Judge Cyganowski as Sales Officer cannot be revoked or terminated, and Judge Cyganowski cannot be removed by the Company or its Member or Managers without an Order of the Bankruptcy Court;

**RESOLVED**, that should Judge Cyganowski be unable to serve as the Sales Officer under the Settlement Agreement due to death, incapacity, resignation or removal then in such event, her successor shall be selected by the Company in accordance with the Settlement Agreement.

**IN WITNESS WHEREOF**, the undersigned have executed these Resolutions effective as of the day first set forth above.

GENEVER HOLDINGS LLC

By: Genever Holdings Corporation

By: /s/ Ho Wan Kwok